

**THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

DEXIA HOLDINGS, INC.; FSA ASSET MANAGEMENT LLC; DEXIA CREDIT LOCAL, NEW YORK BRANCH; NEW YORK LIFE INSURANCE COMPANY; NEW YORK LIFE INSURANCE AND ANNUITY CORPORATION; THE MAINSTAY FUNDS; MAINSTAY VP SERIES FUND, INC.; TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA; TIAA-CREF LIFE INSURANCE COMPANY; TIAA GLOBAL MARKETS, INC.; COLLEGE RETIREMENT EQUITIES FUND; AND THE TIAA-CREF FUNDS,

Plaintiffs,

-against-

COUNTRYWIDE FINANCIAL CORPORATION; COUNTRYWIDE HOME LOANS, INC.; COUNTRYWIDE HOME LOANS SERVICING LP; CWALT, INC.; CWABS, INC.; CWHEQ, INC.; COUNTRYWIDE SECURITIES CORPORATION; COUNTRYWIDE CAPITAL MARKETS, LLC; ANGELO MOZILO; DAVID A. SAMBOL; BANK OF AMERICA CORP.; BAC HOME LOANS SERVICING, L.P.; NB HOLDINGS CORPORATION; STANFORD L. KURLAND; DAVID A. SPECTOR; ERIC P. SIERACKI; N. JOSHUA ADLER; RANJIT KRIPALANI; JENNIFER S. SANDEFUR; THOMAS K. MCLAUGHLIN; THOMAS H. BOONE; AND JEFFREY P. GROGIN,

Defendants.

Case No. 11-CIV-1259

(ECF Matter)

CONSENT TO REMOVAL

**TO: THE CLERK OF THE UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK:**

Defendants Bank of America Corporation (“BAC”), NB Holdings Corporation and BAC Home Loans Servicing, L.P. (together, the “BAC Defendants”), by and through their

undersigned counsel, hereby consent to the Countrywide Defendants,¹ removal under 28 U.S.C. §§ 1334(b) and 1452 of the action captioned *Dexia Holdings, Inc., et al. v. Countrywide Financial Corp., et al.*, Index No. 650185, from the Supreme Court of the State of New York, New York County to the United States District Court for the Southern District of New York. The grounds for removal are stated in the Countrywide Defendants' February 23, 2011 Notice of Removal.

The BAC Defendants expressly reserve, and do not waive, all rights and defenses, including (but not limited to) defenses and objections under either state or federal law as to personal jurisdiction and/or subject matter jurisdiction, improper service, insufficient service, improper party and capacity to be sued.

Dated: New York, New York
February 24, 2011

Respectfully submitted,

O'MELVENY & MYERS LLP

By: /s/ Jonathan Rosenberg
Bradley J. Butwin
Jonathan Rosenberg
William J. Sushon
Asher L. Rivner
7 Times Square
New York, New York 10036
Telephone: (212) 326-2000
Facsimile: (212) 326-2061
E-mail: bbutwin@omm.com
jrosenberg@omm.com
wsushon@omm.com
arviner@omm.com

*Attorneys for Defendants Bank of America
Corporation, NB Holdings Corporation and BAC
Home Loans Servicing, LP*

¹ Defendants Countrywide Financial Corporation, Countrywide Home Loans, Inc., CWALT, Inc., CWABS, Inc., CWHEQ, Inc., Countrywide Capital Markets, Countrywide Securities Corporation, Countrywide Home Loans Servicing LP, and N. Joshua Adler are referred to as the "Countrywide Defendants."